

# Indo Rama Synthetics (India) Limited

CIN: L17124MH1986PLC166615

Regd. Office: A-31, MIDC Industrial Area, Butibori, Nagpur-441122, Maharashtra,

Tel. No.:+91-7104-663000-01 Fax No.: +91-7104-663200

E-Mail: investor-relations@indorama-ind.com Website: www.indoramaindia.com

## Notice

**NOTICE** is hereby given that the 34th Annual General Meeting of the Members of Indo Rama Synthetics (India) Limited will be held on Wednesday, 26th Day of August 2020, at 11:30 AM, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at A-31, MIDC Industrial Area, Butibori, Nagpur-441122, Maharashtra, India.

### ORDINARY BUSINESS

#### 1. To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Directors' Reports and the Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Report of Auditors thereon.
2. To appoint a Director in place of Mr. Udeypaul Singh Gill (DIN 00004340), Non-Executive Non- Independent Director, who retires by rotation, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder read with Schedule IV to the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) or any other applicable laws, rules and regulations as may be applicable from time to time and pursuant to the recommendations of Nomination & Remuneration Committee of the Board and that of the Board of Directors, the consent of the Members of the Company be and are hereby accorded for the re-appointment of Mrs. Ranjana Agarwal (DIN03340032), who was appointed as a Non -Executive Independent Director of the Company for a term of 5 (five) years commencing from 18th May 2015 till 17th May,

2020, in terms of section 149 of the Companies Act, 2013, who is eligible for re-appointment and has submitted a declaration that she meets the criteria for independence as provided under the Act, and Listing Regulations be and is hereby re-appointed as a Non-Executive Independent Director of the Company for a second term of five consecutive years commencing from 18th May, 2020 up to 17th May, 2025, and whose office shall not liable to retires by rotation;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, Board of Directors (including any Committee thereof) and/or Company Secretary of the Company be and are hereby severally authorised to file the necessary documents /form(s) returns, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** in accordance with the provisions of sections 149, 150, 152 and 161 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the rules made there under read with schedule IV of the Act, and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory amendment(s) modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, approvals and recommendations of the Nomination and remuneration Committee and that of the Board, Mr. Dhanendra Kumar, (DIN 05019411), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from February 14, 2020, pursuant to section 161 of the Act, and who has submitted a declaration that he meets the criteria of independence as provided under the Act, and the Listing Regulations and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Non- Executive Independent Director of the Company to hold office for a term up to 5 (Five) consecutive years with effect from February 14, 2020 up to 13 February, 2025;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, Board of Directors (including any Committee thereof) and/or Company Secretary of the Company be and are hereby severally authorised to file the necessary documents /form(s), returns, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from 1st April, 2019 vide SEBI (LODR) (Amendments) Regulation, 2018 and other applicable provisions, if any, of the Companies Act, 2013 including any amendment (s), statutory modification(s) or re-enactment thereof, for the time being in force and recommendation and/or approval of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for continuation of holding office of Non-Executive Independent Director of the Company by Mr. Dhanendra Kumar (DIN 05019411), after his attaining the age of 75 (Seventy Five) years on 5th June, 2021 for the remaining period of his tenure as a Non-Executive Independent Director of the Company up to 13th February 2025;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors (including Committee thereof) and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and matters and things and give such directions as it may in its absolute directions deem necessary, proper or desirables and to settle any questions, difficulty, or doubts that may arise in this regards and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of Directors or any director(s) or any other key Managerial Personnel or any other officer (s) of the Company.”

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**Registered Office:**

A-31, MIDC Industrial Area  
Butibori, Nagpur - 441122, Maharashtra  
CIN: L17124MH1986PLC166615  
E-mail: investor-relations@indorama-ind.com  
Website: www.indoramaindia.com  
Tel.: 07104-663000 / 01  
Fax: 07104-663200

Place: Gurugram  
Date: 24 June 2020

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications of re-enactments thereof, for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, including any amendment(s), statutory modification (s) or re-enactment (s) thereof, the Remuneration of INR.1,80,000/- (Rupees One Lakh Eighty Thousand only) (apart from reimbursement out of pocket expenses and applicable taxes) payable to Mr. R. Krishnan, Cost Accountants (Membership No. 7799), appointed by the Board of Directors in their Meeting held on 24th June 2020, as Cost Auditors of the Company, to conduct the audit of cost records of the Company for the financial year ending 31st March, 2021, be and is hereby approved and ratified;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, Board of Directors (including any Committee thereof) and/or Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 14 and other applicable provisions of the Companies Act, 2013, (including any, statutory modification(s) or re-enactment thereof, for the time being in force) and rules framed there under, consent of the Members be and are hereby accorded to adopt the restated Articles of Association of the Company.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, Board of Directors (including any Committee thereof) and/or Company Secretary of the Company be and are hereby severally authorised to sign, execute, file any document in relation to the alteration of Articles of Association of the Company for and on behalf of the Company and is further authorised to sign all forms, applications, documents, undertakings, affidavits and papers that may be required in connection with the alteration of the Articles of Association of the Company and make appropriate filings with the Registrar of Companies in that regard.”

By order of the Board of Directors  
**Indo Rama Synthetics (India) Limited**

**Pawan Kumar Thakur**  
Company Secretary  
(FCS No. 6474)

## Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 ("Collectively referred to as MCA Circular ") along with Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) dated May 12, 2020 permitting the holding of the Annual General Meeting ("AGM") through VC/ OAVM without the physical presence of Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulation") and MCA Circular the AGM of the Company is being held through VC/OVAM. Hence, Member can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the Meeting through VC/OAVM is given herein below.
2. The Company has appointed National Securities Depositories Limited (NSDL) to provide VC/OAVM facility for the AGM and the attendant enablers for conducting of the AGM.
3. Members can attend the Meeting using the remote e-Voting login credentials provided to them to connect to Video conference.
4. Pursuant to provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the AGM is being held pursuant to the MCA Circulars through VC /OVAM, Physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and attendance slip are not annexed to this Notice.
5. In case of joint holders attending the AGM through video conferencing only such joint holder who is higher in the order of name will be entitled to do the e-voting.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The recorded transcript of the forthcoming AGM scheduled to be held on August 26, 2020, shall also be made available on the website of the Company, [www.indoramaindia.com](http://www.indoramaindia.com), in the Investor Relations Section, as soon as possible after the Meeting is over.
8. The attendance of the Members (member logins) attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
9. The Register of Members and the Share Transfer books of the Company shall remain closed from Thursday, 20th August 2020 to Wednesday, 26th August 2020 (both days inclusive) for annual closing.
10. An Explanatory Statement under Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at this meeting, is annexed hereto.
11. As per Regulation 40 of SEBI Listing Regulations, as amended, Securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.
12. In View of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contract the Company or Company's Registrar and Transfer Agent, MCS Share Transfer Agent Limited for assistance in this regard.
13. To support the green initiative; Members who have not yet registered their email address are requested to register the same with their DPs in case the shares are held by them in electronic form and with the MCS Share Transfer Agent Limited in case shares are held by them in physical form.
14. Members are requested to intimate changes if any, pertaining to their names, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, Power of Attorney, bank details, bank account number, MICR Code, IFSC Code, to their DP in case shares are held by them in electronic form to MCS share Transfer Agent Limited, in case shares are held by them in physical Form.
15. As per provisions of section 72 of the Act, the facility for making nomination is available for the Members, in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case shares are held by them in electronic form and to MCS

Share Transfer Agent Limited in case shares are held in physical form.

16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or MCS Share Transfer Agent Limited, the details of such folio together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such members after making requisite changes.
17. Members who wish to obtain any information on the Company or view the Accounts or the year ended 31st March, 2020 may visit the Company's website, [www.indoramaindia.com](http://www.indoramaindia.com) or send their queries at least 10 days before the Annual General Meeting, to the Company Secretary at the Corporate Office at 20th Floor, DLF Square, DLF Phase-II, NH-8, Gurugram-122002, Haryana.
18. Pursuant to Section 124 of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules, 2016") dividends for the financial year ended 31st March, 2013 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the respective dates of transfer to the unpaid dividend account of the Company are due for transfer to the Investor Education & Protection Fund ("IEPF") on the dates given in the table below:

Financial Year	Date of Declaration of Dividend	Due date for transfer to IEPF
2012-13	4th July 2013	3rd August 2020
2013-14	1st August 2014	31st August 2021
2014-15	30th July 2015	29th August 2022
2015-16	30th September 2016	29th October 2023

The Company has been sending reminders to those members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/unclaimed dividend(s) are also uploaded as per the requirements, on the Company's website [www.indoramaindia.com](http://www.indoramaindia.com). Members who have so far not encashed the Dividend for the above years are advised to submit their claim to the Company's RTA at their Registered Address given below, immediately quoting their folio number/ DP ID & Client ID.

MCS Share Transfer Agent Limited  
 F-65, First Floor  
 Okhla Industrial Area, Phase-1  
 New Delhi-110 020, India  
 Tel. No.:+91-11-4140 6149-52  
 Fax No.:+91-11-4170 9881  
 E-mail: [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com)

The MCA had notified the IEPF Rules, 2016 effective from 7th September, 2016. Further, the MCA had notified

the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 on 28th February, 2017 ("IEPF Rules, 2017").

The Rules, contain provisions for transfer of all those shares in respect of which dividend has not been encashed or claimed by shareholders for seven consecutive years or more in the account of the IEPF Authority.

In terms of the said Rules, the Company has already transferred to the IEPF Authority those shares in respect of which dividend has not been encashed or claimed by shareholders for seven consecutive years or more in Financial Year 2019-20.

Accordingly, the Company would be transferring every year to the IEPF Authority those shares in respect of which dividend has not been encashed or claimed by shareholders for seven consecutive years. Members who have so far not encashed the Dividend for seven consecutive years are advised to submit their claim to the Company's RTA at the aforesaid address immediately quoting their folio number/ DP ID & Client ID, to avoid of transfer of their shares to IEPF Authority.

19. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be:
  - a) change in the residential status on return to India for permanent settlement.
  - b) particulars of the NRE account with a Bank in India, if not furnished earlier
20. In compliance with aforesaid MCA circulars and SEBI Circular dated May 12, 2020, Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to those members whose email address are registered with the Company /Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.indoramaindia.com](http://www.indoramaindia.com), website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of NSDL <https://www.evoting.nsdl.com>.
21. Procedure for obtaining the Annual Report, AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with Registrar & Transfer Agent on physical folios.

On account of threat posed by COVID-19 and in terms of the above mentioned MCA Circulars and SEBI Circular, the Company has sent the Annual Report,

Notice of AGM and e-Voting instructions only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

i) Those shareholders who have registered/not registered their e-mail address or registered an incorrect email address and mobile numbers including address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with M/s MCS Share Transfer Agent Limited, Registrar & Transfer Agent of the Company ("RTA") in case the shares are held in physical form.

ii) Shareholders who have not registered their e-mail address or registered an incorrect email address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also temporarily get their email address and mobile number provided with the Company's RTA, by sending a request at email id: admin@mcsregistrars.com/bonds@mcsregistrars.com. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any query, please refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

22. Instructions for the Members for attending the AGM through Video Conference:

i) Members will be provided with a facility to attend the AGM through video conferencing platform provided by NSDL. Members may access the same at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) under "shareholders/members" login by using the remote e-Voting credentials. The link for AGM will be available in shareholder/members login where the EVENT and the name of the Company can be selected. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice. Further, Shareholders can also use the OTP based login for logging into the e-voting system of NSDL.

ii) Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.

iii) Further, Members will be required to allow camera, if any, and hence use Internet with a good speed to avoid any disturbance during the Meeting.

iv) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v) Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the AGM.

23. Members holding shares in the electronic form are requested to intimate all changes with respect to their bank details, mandate, etc., to their respective Depository Participants (DPs). These changes will be automatically reflected in Company's records, which will help the Company to provide efficient and better service to the members.

24. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.

25. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company.

26. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc., from the Company electronically.

27. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for the financial year 2019-20 will also be available on the Company's website, [www.indoramaindia.com](http://www.indoramaindia.com), for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members

may also send requests to the Company's Investor email Id: investor-relations@indorama-ind.com.

28. The facility for voting through electronic voting system shall also be made available at the Meeting and Members attending the Meeting who have not already cast their vote by Remote e-Voting shall be able to exercise their right at the meeting.
29. Brief resume of Directors proposed to be appointed /re-appointed, nature of their expertise in the functional areas, name of companies in which they hold directorship and Membership/ Chairman of Board Committees and shareholdings is annexed hereto and form part of the Notice.
30. The voting rights of the Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.
31. Any person, who acquires shares of the Company and become Member of the Company after sending of the Notice and holding shares as of the cut off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing user ID and password for casting the vote.

**32. Procedure to raise questions/seek clarifications with respect to Annual Report:**

- I) As the AGM is being conducted through VC/OAVM, Members are encouraged to express their views/send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail Id, Mobile number at [investor-relations@indorama-ind.com](mailto:investor-relations@indorama-ind.com) to enable smooth conduct of proceedings at the AGM. Questions/Queries received by the Company on or before Thursday, 20th August, 2020 on the afore mentioned e-mail Id shall only be considered and responded to during the AGM.
- II) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id/Folio No., PAN, mobile number at [investor-relations@indorama-ind.com](mailto:investor-relations@indorama-ind.com) on or before Thursday, 20th August, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.

- III) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

**33. The instructions for shareholders voting electronically are as under:**

In compliance with provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members, the facility to exercise their right to vote on resolutions proposed to be considered at the 34th AGM by electronic means and the business may be transacted through remote e-Voting Services. The facility of casting the votes by the Members using an electronic voting system will also be provided at the AGM by NSDL.

Members who have voted through remote e-Voting will be eligible to attend the AGM but will not be eligible to vote thereat.

- I. The remote e-voting period commences on Sunday, 23rd August, 2020 at 9:00 AM and ends on Tuesday, 25th August, 2020 at 5:00 PM. During this period, the Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Wednesday, 19th August, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present at the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote through e-voting system during the AGM.
- II. Once the vote on a resolution is cast by the Member, such Member will not be allowed to change it subsequently.
- III. A person who is not a Member as on cut-off date should treat this Notice for information purpose only.
- IV. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., Wednesday, 19th August, 2020 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through electronic voting system.
- V. CS Jaya Yadav (ACS 24582, CP 12070), Practicing Company Secretaries, and falling him, falling her Mr. Himanshu Gupta, Advocate (Enrolment No. D/3139/2014.), has been appointed as the

Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

The Results declared along with the report of the Scrutinizer will be placed on the website of the Company, [www.indoramaindia.com](http://www.indoramaindia.com) and on the website of NSDL, i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or Managing Director or any one Director of the Company. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

- VI. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM, i.e., 26th August, 2020.

**VII. How to vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at** <https://www.evoting.nsdl.com/>

**Step 2 :** Cast your vote electronically on NSDL e-Voting systems.

**Details on Step 1 is mentioned below:**

How to Log-in to NSDL e-voting website?

- I) Visit the e-voting website of NSDL. Open web browser by typing the following URL: [www.evoting.nsdl.com/](http://www.evoting.nsdl.com/) either on a Personal Computer or on a mobile.
- II) Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

- III) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services, i.e., IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2, i.e., cast your vote electronically.

- IV) Your User ID details are given below:

**Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical**

**Your User ID is:**

- |   |   |
|---|---|
| a) For Members who hold shares in demat account with NSDL.. | 8 Character DP ID followed by 8 Digit Client ID<br><br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL.  | 16 Digit Beneficiary ID<br><br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form.             | EVEN Number followed by Folio Number registered with the Company<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

- V) Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the

email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii) If your email ID is not registered, please follow the Process as given in Notice for those shareholders whose email IDs are not registered.
- VI) If you are unable to retrieve or have not received the 'initial password' or you have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- VII) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- VIII) Now, you will have to click on "Login" button.
- IX) After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-voting system?

- I) After successful login at Step 1, you will be able to see the Home page of e-voting. Click on "e-voting". Then, click on "Active Voting Cycles".
- II) After clicking on "Active Voting Cycles", you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- III) Select "EVEN" of "Indo Rama Synthetics (India) Limited."

- IV) Now you are ready for e-voting as the Voting page opens.
- V) Cast your vote by selecting appropriate options, i.e., "Assent" or "Dissent", verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- VI) Upon confirmation, the message "Vote cast successfully" will be displayed.
- VII) You can also take the printout of the votes cast by you by clicking on the "print" option on the confirmation page.
- VIII) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**34. The instructions for Members for e-voting at the AGM:**

- I) The procedure for e-Voting at the AGM is same as the instructions mentioned above for remote e-voting.
- II) As mentioned herein above, only those Shareholders, who will be present at the AGM through VC/ OAVM facility and who have not cast their vote by remote voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
- III) Shareholders who have voted through remote e-voting will be eligible to attend the AGM and their presence shall be counted for the purpose of quorum, however such Shareholders shall not be entitled to cast their vote again at the AGM.

**35. General Guidelines for shareholders**

- (i) Institutional Shareholders (i.e., other than individuals /HUF, NRI etc.)) are required to send a scanned copy (PD/JPG Format) of the relevant Board Resolution / Authority Letter etc with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to [jayayadav@whitespan.in](mailto:jayayadav@whitespan.in) with a copy marked to [e-voting@nsdl.co.in](mailto:e-voting@nsdl.co.in).
- (ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

- (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of [www.Evoting.nsdl.com](http://www.Evoting.nsdl.com) or call on toll free No. 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in),

36. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e., 26th August 2020. Members seeking to inspect such documents can send an email to [investor-relations@indorama-ind.com](mailto:investor-relations@indorama-ind.com).

37. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

### **ANNEXURE TO NOTICE EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013: ITEM NO. 3**

Members of the Company at the 29th Annual General Meeting held on 30th July, 2015 approved the appointment of Mrs. Ranjana Agarwal (DIN 03340032) as a Non-Executive Independent Director of the Company for a period of 5 (five) years from 18th May, 2015 to 17th May, 2020., As per the provisions of section 149 of the Companies Act, 2013., an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and shall be eligible for the re-appointment for another term of up to five years on passing of Special Resolution by the Shareholders.

The Company has received a declaration from Mrs. Ranjana Agarwal that she is not disqualified from being re-appointed as an Independent Director in terms of section 164 of the Companies Act, 2013, submitted declaration that she meets with the criteria of independence as prescribed under section 149 (6) of the Companies Act, 2013 and Regulation 16 (1) (b) of SEBI Listing Regulations and her consent to continue as an Independent Director, Mrs. Agarwal is independent of the management.

The Resolution seek the approval of the Members for the re-appointment of Mrs. Ranjana Agarwal as an Independent Director of the Company for another term of 5 (five) consecutive years commencing from 18th May, 2020 to 17th May, 2025 in term of section 149 and other applicable provisions of the Act, and rules made there under. She is not liable to retire by rotation. In the opinion of the Board, Mrs. Ranjana Agarwal fulfills the conditions for her

re-appointment as an Independent Director as specified in the Act, and the SEBI Listing Regulations and is independent of the Management. Based on the recommendation of the Nomination & Remuneration Committee and keeping in view the expertise of Mrs. Ranjana Agarwal, the Board of Directors vide Circular Resolution No.1 of 2020 dated 17th May, 2020 approved the re-appointment of Mrs. Ranjana Agarwal as mentioned in the Resolution.

Brief resume of Mrs. Ranjana Agarwal, nature of her expertise in functional areas and names of companies in which she holds Directorships and Memberships/Chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in Annexure I of the Notice.

Mrs. Agarwal is not debarred from holding the office of Director pursuant to any SEBI order or any such statutory authority.

Mrs. Agarwal is Non-Executive Independent Director and does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

Copy of the appointment letter of Mrs. Ranjana Agarwal as an Independent Director setting out the terms and conditions is an available for inspection by members through electronic mode, basis the request being sent on [investor-relations@indorama-ind.com](mailto:investor-relations@indorama-ind.com) .

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Agarwal as an Independent Director of the Company.

Except Mrs. Agarwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

### **Item No. 4**

Pursuant to section 161 of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee appointed Mr. Dhanendra Kumar, (DIN 05019411) as an Additional Director in the Category of Non-Executive Independent Director of the Company with effect from 14th February, 2020.

In terms of provisions of 161 of the Companies Act, 2013 Mr. Dhanendra Kumar, (DIN 05019411) would hold office up to the date of this Annual General Meeting. On the recommendation of the Nomination & Remuneration Committee, Board at its meeting held on February 14,

2020, recommended to the Members of the Company, the appointment of Mr. Dhanendra Kumar, (DIN 05019411) as Non-Executive Independent Director for a term of 5 (five) consecutive years from 14th February, 2020 to 13 February, 2025 under Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Dhanendra Kumar has given his consent to act as a Director and declaration that he is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013.

The Company has also received declaration from Mr. Dhanendra Kumar that he meets the criteria of independence as provided under Section 149 (6) of the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the basis of above declaration, the Board is of the opinion that Mr. Dhanendra Kumar fulfill the conditions specified in the said Act, and SEBI Regulations and also possesses appropriate balance of skill, experience and knowledge so as to enable the Board to discharge its functions and duties effectively and both are independent of the Management.

Brief resume of Mr. Dhanendra Kumar, nature of his expertise in functional areas and names of companies in which he holds Directorships and Memberships /Chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in Annexure I of the Notice.

Mr. Dhanendra Kumar is not debarred from holding the office of Director pursuant to any SEBI order or any such statutory authority.

Mr. Dhanendra Kumar is Non-Executive Independent Director and does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Copy of the appointment letter of Mr. Dhanendra Kumar as Independent Director setting out the terms and conditions is available for inspection by members through electronic mode, basis the request being sent on investor-relations@indorama-ind.com.

Except Mr. Dhanendra Kumar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this Resolution. This Explanatory Statement may also be regarded as a disclosure under Listing Regulations with the Stock Exchanges.

The Board of Directors recommends Ordinary Resolution as set out in item No. 4 of the Notice for approval by the Members.

### Item No. 05

The Members of the Company are informed that SEBI has come out with a notification on 9th May, 2018 amending the existing Listing Regulations by issuing the SEBI (Listing Obligations Disclosure Requirements) (Amendment) Regulations 2018. The Regulation is effective from 1st April, 2019 unless any other specific date is provided for a specific Regulation. Regulation 17 is one of the provisions in which the amendment have been made by insertion of new sub-regulation (1A) thereunder and same is applicable with effect from 1st April, 2019. In term of said sub-regulation, a person shall not be eligible to get appointment as a Non-Executive Director or in case of existing Non-Executive Director shall not be eligible to continue such directorship, if he/she has attained the age of 75 (Seventy Five) years unless the approval of the shareholders of the Company is obtained by way of Special Resolution. The said Regulation is reproduced for ready reference of the Members.

“(1A) No listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director, who has attained the age of 75 (Seventy Five) years unless a Special Resolution is passed to that effect, in which case explanatory statement annexed to the Notice for such motion shall indicate the justification for appointing such a person.”

Considering the implication of such amendment, the same shall result in the immediate vacation of such director as the restriction is not imposed only on the appointment but also on the continuation of the existing director. In view of the above, Company is required to take the approval from the shareholders by way of Special Resolution beforehand so that the existing Non-Executive Director who is about to attain the age of 75 (Seventy Five) can continue as a Non- Executive Independent Director.

As per section 177 (4) (iv) of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations read with part C of schedule II thereof, the Nomination and Remuneration Committee and of the Board have accorded its consent to the continuation of Mr. Dhanendra Kumar as a Non-Executive Independent Director of the Company at its meeting held on 24th June, 2020 on attaining his age of Seventy Five (75) years on 5th June, 2021.

The Members are further apprised that Mr. Dhanendra Kumar (DIN: 05019411) was appointed as Non-Executive Independent Director of the Company with effect from 14th February, 2020 for a period of 5 (five) years from the said date till 13th February, 2025, subject to approval of the shareholders at the ensuing Annual General Meeting.

The statement may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

Mr. Dhanendra Kumar is not debarred or disqualified from continuing to act as a director of Company by SEBI, MCA or any other statutory authority.

Keeping in view that the aforesaid director possesses requisite qualifications, the members are requested to approve continuation of his appointment as Non-Executive Independent Director on attaining his age of 75 (Seventy Five) years on 5th June, 2021 for his existing term of appointment.

Except Mr. Dhanendra Kumar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this Resolution.

The Board of Directors recommends Special Resolution as set out in item No. 5 of the Notice for approval by the Members.

### **Item No. 6**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the re-appointment and remuneration of Mr. R. Krishnan, Cost Accountants, (Membership No. 7799) as Cost Auditors of the Company for the financial year ending 31st March 2021, in accordance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder and the requisite resolution for ratification of remuneration of Cost Auditors by the members has been set out in the notice of 34th Annual General Meeting of your Company.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. The Board of Directors of the Company on the recommendation of the Audit Committee has approved the appointment and remuneration of Mr. R. Krishnan, Cost Accountants, (Membership No. 7799), to conduct the audit of the cost records of the Company for the financial year 2020-21 at a remuneration of ₹1,80,000/- (Rupees One Lakh Eighty Thousand only. as audit fee plus applicable taxes plus out of pocket expenses

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No.6 of the Notice,

#### **Registered Office:**

A-31, MIDC Industrial Area  
Butibori, Nagpur - 441122, Maharashtra  
CIN: L17124MH1986PLC166615  
E-mail: investor-relations@indorama-ind.com  
Website: www.indoramaindia.com  
Tel.: 07104-663000 / 01  
Fax: 07104-663200

Place: Gurugram  
Date: 24 June 2020

**Indo Rama Synthetics (India) Limited**

to ratify the remuneration payable to the Cost Auditors for the financial year ending 31st March 2021.

None of the Directors and Key Managerial Personnel or their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

### **ITEM NO. 7**

In view of the Investment Agreement dated 21st January, 2019 executed by and among the Indorama Netherlands B.V. ('INBV'), Mr. O.P. Lohia, Mr. Vishal Lohia, Mrs. Urmila Lohia, Indorama Ventures Public Company Limited ('IVL') and Indo Rama Synthetics (India) Limited and pursuant to the provision of section 14 of the Companies Act, 2013 and other applicable provisions, if any (including any statutory modification (s) or re-enactment thereof for the time being in force) and rules framed there under, the Company is required to adopt the new set of Articles of Association of the Company, incorporating therein to incorporate the provisions of said Investment Agreement and schedule to the Investment Agreement ("Restated Articles of Association").

The Board of Directors at its meeting held on June, 24th, 2020 has approved alteration of the Articles of Association ('AOA') of the Company and the Board now seek Members' approval for the same.

The draft Articles of Association of the Company will be open for inspection through electronic mode, basis the request sent by the member to investor-relations@indorama-ind.com. The draft Articles of Association will also available for inspection at the AGM.

None of the Directors and Key Managerial Personnel or their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

By order of the Board of Directors  
**Indo Rama Synthetics (India) Limited**

**Pawan Kumar Thakur**  
Company Secretary  
(FCS No. 6474)

## ANNEXURE I TO THE NOTICE

### Details of Directors seeking appointment/re-appointment at the 34th Annual General Meeting:

In pursuance of Regulation 26(4) and Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2).

<b>1. Mr. Udeypaul Singh Gill (DIN: 00004340)</b>	
Name of Director	Mr. Udeypaul Singh Gill
Father's Name	Shri Mahender Singh Gill
Age and date of birth	67, 16th October 1953
Date of first Appointment	3rd April 2019
Brief Profile	Mr. Gill possesses rich experience in the field of Fibers, Polyester and Yarns Business.
Qualification	MBA (Market Management) and holds International Trade Degree, from University of California, Davis.
Directorship/Chairman/CEO held in other Companies	<ol style="list-style-type: none"> <li>1. Indorama Ventures PCL;</li> <li>2. Sinterama S.p.A.;</li> <li>3. Wellman Neufchateau Recyclage S.A;</li> <li>4. Avgol Industries 1953 Ltd.;</li> <li>5. Performance Fibers Operations México;</li> <li>6. Performance Fibers Services, S. de R.L.;</li> <li>7. Glanzstoff Industries A.G.;</li> <li>8. Performance Fibers (Kaiping) No.3;</li> <li>9. Performance Fibers (Kaiping) Company;</li> <li>10. Performance Fibers (Kaiping) No.2;</li> <li>11. Performance Fibers (Hong Kong) Limited;</li> <li>12. PHP Fibers GmbH;</li> <li>13. PHP Fibers Inc;</li> <li>14. Indorama Germany GMBH (Former name is Trevira Holdings GmbH);</li> <li>15. Indorama Polyester Industries PCL;</li> <li>16. PT. Indorama Polychem Indonesia;</li> <li>17. PT. Indorama Ventures Indonesia;</li> <li>18. PT. Indorama Polyester Industries;</li> <li>19. KP Equity Partners Inc; and</li> <li>20. Wellman International Limited.</li> </ol>
Chairman/Member of the Committee of the Board of Directors of the Company	Nomination and Remuneration Committee-Member Stakeholders Relationship Committee-Member Banking and Finance Committee-Member Share Allotment and Transfer Committee-Member Corporate Social Responsibility Committee-Member Risk Management Committee-Member
Chairman/Member of the Committee of the Board of Directors of other Company in which he is Director	Nil
No of Equity Shares held in the Company	Nil
No of Board Meeting attended during the financial year 2019-20	3
Relationship of the Director, Manager and other KMP of the Company	None
<b>2. Independent Director – Mrs. Ranjana Agarwal (DIN: 03340032)</b>	
Name of Director	Mrs. Ranjana Agarwal
Father's Name	Late Shri Om Prakash Vaish
Age and date of birth	64, 25th November 1956
Date of first Appointment	18th May 2015

Brief Profile	<p>Mrs. Agarwal is the Founder and Managing partner of Vaish &amp; Associates, Chartered Accountants.</p> <p>She has been in practice for more than 35 years. Her boutique firm specialises in audit, taxation and related services including valuations and due diligence. She was also partner in Deloitte Haskins &amp; Sells up to 2000.</p> <p>She was the President of FICCI Ladies Organisation in 2010-11 and heads the India chapter of Women Corporate Directors, USA.</p> <p>She did her graduation in Economic Honours from Lady Shri Ram College and CA training from Price Waterhouse Coopers.</p> <p>Mrs. Agarwal is life trustee in her own family welfare trusts working in the field of health, education and welfare of handicapped persons</p>
Qualification	Graduation in Economic Honours and CA
Directorship held in other Companies	<ol style="list-style-type: none"> <li>1. KDDL Limited;</li> <li>2. ICRA Limited;</li> <li>3. ICRA Analytics Limited;</li> <li>4. URGO Capital Limited;</li> <li>5. RBL Bank Limited; and</li> <li>6. Joyville Shapoorji Housing Pvt. Limited.</li> </ol>
Chairman/Member of the Committee of the Board of Directors of the Company	<p>Audit Committee-Member Nomination and Remuneration Committee-Member Corporate Social Responsibility Committee-Member</p>
Chairman/Member of the Committee of the Board of Directors of other Company in which she is Director	<p>KDDL Limited: Audit Committee-Member Nomination and Remuneration Committee-Member Corporate Social Responsibility Committee-Member</p> <p>ICRA Limited: Audit Committee-Chairperson Corporate Responsibility Committee-Chairperson Nomination and Remuneration Committee-Member Buy Back Committee-Member Risk Management Committee-Member Stakeholders Relationship Committee-Member Investment and Real Estate Committee-Chairperson</p> <p>ICRA Analytics Limited: Corporate Social Responsibility Committee-Chairperson</p> <p>URGO Capital Limited: Nomination and Remuneration Committee-Chairperson Audit Committee-Member Corporate Social Responsibility Committee-Member Risk Management Committee-Member Assets Liability Committee-Member</p> <p>RBL Bank Limited: Audit Committee-Member Board Investment and Credit Committee-Member Corporate Social Responsibility Committee-Member</p> <p>Joyville Shapoorji Housing Pvt. Limited: Audit Committee-Member</p>
No of Equity Shares held in the Company	Nil
No of Board Meeting attended during the Financial year 2019-20	4
Relationship of the Director Manager and other KMP of the Company	None

<b>3. Independent Director – Mr. Dhanendra Kumar (DIN: 05019411)</b>	
Name of Director	Mr. Dhanendra Kumar
Father's Name	Shri Amar Nath Singhal
Age and date of birth	74, 6th June 1946
Date of first Appointment	14th February 2020
Brief Profile	<p>Mr. Dhanendra Kumar is the first Chairperson of Competition Commission of India (February, 2009 - June, 2011) and was responsible for initiating right from inception the enforcement of Competition Law and roll out of M&amp;A Regulations, putting in place the systems and procedures, recruitment of professionals, capacity building and bilateral agreements with other jurisdictions. Over the years, CCI has come to be globally respected as a mature market regulator</p> <p>Post June 2011, he chaired the Government's Committee for framing the National Competition Policy and formulating needed amendments in the Act. He also separately chaired the Committee for Reforms in Housing and Real Estate Sector.</p> <p>Earlier, he was India's Executive Director at the World Bank/IFC at Washington DC (2005-09). He also represented besides India, Sri Lanka, Bangladesh and Bhutan. While on the World Bank Board, he was on several sub-committees of the Board.</p> <p>He is the Founder Chairman of Competition Advisory Services (India) LLP, a niche consultancy and advisory service in Competition Law (<a href="http://www.compad.in">www.compad.in</a>) and Investment related matters (set up in 2011).</p> <p>He is also currently associated with Indian Institute of Corporate Affairs (Ministry of Corporate Affairs) as a Distinguished Fellow, and was earlier a member of Union Minister's Committee on E-Commerce, and later the Competition Law Review Committee</p>
Qualification	Master of Science (MSC, Physics) with a major in Electronics and is a veteran IAS Officer
Directorship held in other Companies	<ol style="list-style-type: none"> <li>Jay Bharat Maruti Limited; and</li> <li>Ginni International Limited.</li> </ol>
Chairman/Member of the Committee of the Board of Directors of the Company	Stakeholders Relationship Committee-Chairman Audit Committee-Member Nomination and Remuneration Committee-Member Share Allotment and Transfer Committee-Member
Chairman/Member of the Committee of the Board of Directors of other Company in which he is director	Jay Bharat Maruti Limited: Nomination and Remuneration Committee-Chairman Stakeholders Relationship Committee-Member Corporate Social Responsibility Committee-Member
No of Equity Shares held in the Company	Nil
No of Board Meeting attended during the financial year 2019-20	1
Relationship of the Director Manager and other KMP of the Company	None